

SIMPSON THACHER & BARTLETT LLP
Kenneth S. Ziman (KZ-2486)
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New York, New York 10017
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Hearing Date: TBD

Counsel to TPI Incorporated and Certain of its Subsidiaries

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|---------------------------------------|---|-------------------------|
| -----X | | |
| In re: | : | |
| | : | Chapter 11 |
| GENERAL MOTORS CORP., <i>et al.</i> , | : | |
| | : | Case No. 09-50026 (REG) |
| Debtors. | : | (Jointly Administered) |
| -----X | | |

**LIMITED OBJECTION OF TPI INCORPORATED TO NOTICE OF (I)
DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY
CONTRACTS, UNEXPIRED LEASES OF PERSONAL PROPERTY, AND
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY AND
(II) CURE AMOUNTS RELATED THERETO**

TPI Incorporated and certain of its subsidiaries (collectively, "TPI"), through their undersigned counsel, hereby submit this limited objection (the "Objection") to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto (the "Assignment Notice"), served upon TPI by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") pursuant to this Court's Sale Procedures Order (as defined below) [Docket No. 274].

Background

1. On June 1, 2009 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code.

2. On June 2, 2009, this Court entered an order (the “Sale Procedures Order”) which, among other things, established procedures regarding the Debtors’ assumption and assignment of executory contracts.

3. Pursuant to the Sale Procedures Order, on or about June 8, 2009, the Debtors delivered the Assignment Notice to TPI, indicating that the Debtors intend to assume and assign certain of the Debtors’ agreements with TPI (the “Assumable Executory Contracts”). In addition, on their Contract Website (as defined in the Assignment Notice), the Debtors identify \$903,658.73 as the total amount owed under the Assumable Executory Contracts (the “Cure Amount”). The Cure Amount is incorrect. The correct Cure Amount is \$1,693,138.78, which is equal to the sum of the amounts unpaid and outstanding on Invoice No. GMC043009-General Motors, dated April 30, 2009 (attached as Exhibit A) and Invoice No. GMC053109-General Motors, dated May 31, 2009 (attached as Exhibit B).

4. Moreover, both the Sale Procedures Order and the Assignment Notice limit the Cure Amount to such amounts that were owed as of the Petition Date rather than the date that the contracts will actually be assumed by the Debtors and assigned to the Purchaser (as defined in the Assignment Notice).

Objection

5. TPI does not object to the sale of the Debtors’ assets as contemplated in the Sale Motion (as defined in the Assignment Notice) [Docket No. 92], and is likewise amenable to the assumption of its executory contracts with the Debtors and the assignment thereof to the Purchaser, provided that TPI is compensated in accordance with section 365(b) by the payment of the Cure Amount actually due and owing to it: the sum of (i) \$1,693,138.78 (on account of the April and May, 2009, invoices), plus (ii)

additional amounts accruing through the date of assumption and assignment (the “Actual Cure Amount”).

6. As noted in the Assignment Notice, Bankruptcy Code section 365(b) provides that defaults must be cured as of the time of assumption of an executory contract or unexpired lease. Such defaults that must be cured include both pre-petition and post-petition defaults. *In re Stoltz*, 315 F.3d 80 (2d Cir. 2002); *In re Liljeberg Enters., Inc.*, 304 F.3d 410 (5th Cir. 2002); *In re Overland Park Fin. Corp.*, 236 F.3d 1246 (10th Cir. 2001); *In re Building Block Child Care Ctrs., Inc.*, 234 B.R. 762 (9th Cir. BAP 1999); *In re Tel-A-Communications Consultants Inc.*, 50 B.R. 250 (Bankr. D.Conn. 1985); *In re North American Rental*, 54 B.R. 574 (Bankr. D.N.H. 1985).

WHEREFORE, TPI objects to the Assignment Notice on the grounds set forth above, and respectfully requests that this Court condition assumption and assignment on the payment of the Actual Cure Amount.

SIMPSON THACHER & BARTLETT LLP

By: /s/ Kenneth S. Ziman

Kenneth S. Ziman (KZ-2486)
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New York, New York 10017
Ph: 212-455-2000
Fax: 212-455-2502
Email: kziman@stblaw.com
*Counsel to TPI Incorporated and
Certain of its Subsidiaries*

Dated: June 16, 2009

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on June 16, 2009, copies of the
Objection of TPI Incorporated and certain of its subsidiaries to the Notice of (I) Debtors'
Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal
Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts
Related Thereto, were served upon the following entities via first class mail:

Diana G. Adams, Esq.
Office of the U.S. Trustee for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004

Warren Command Center, Mailcode 480-206-114
General Motors Corporation
Cadillac Building
30009 Van Dyke Avenue
Warren, MI 48090-9025

Harvey Miller, Esq.
Stephen Karotkin, Esq.
Joseph H. Smolinsky, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

John J. Rapisardi, Esq.
Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, NY 10281

Matthew Feldman, Esq.
U.S. Department of Treasury
1500 Pennsylvania Avenue NW, Room 2312
Washington, DC 20220

Michael J. Edelman, Esq.
Michael L. Schein, Esq.
Vedder Price, P.C.
1633 Broadway, 47th Floor
New York, NY 10019

Kenneth Eckstein, Esq.
Thomas Moers Mayer, Esq.
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

Chambers Copy

Hon. Robert E. Gerber
United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 621
New York, NY 10004-1408

SIMPSON THACHER & BARTLETT LLP

By: /s/ Kenneth S. Ziman

Kenneth S. Ziman (KZ-2486)
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New York, New York 10017
Ph: 212-455-2000
Fax: 212-455-2502
Email: kziman@stblaw.com
*Counsel to TPI Incorporated and
Certain of its Subsidiaries*

Dated: June 16, 2009

EXHIBIT A



TPI Incorporated

10055 Grogan's Mill Road, Suite 200,
The Woodlands, Texas, 77380, USA

General Motors
P. O. Box 63490
Phoenix, Arizona
85082-3490
USA

INVOICE

| | |
|----------------|--|
| INVOICE NUMBER | GMC043009-General Motors |
| INVOICE DATE | April 30, 2009 |
| TPI PO NUMBER | GMS56057 |
| PAYMENT TERMS | 2nd Day 2nd Month from Invoice Date |
| INVOICE PERIOD | April 1, 2009 To April 30, 2009 |

Fees and expenses in accordance with our agreement

| DESCRIPTION | HOURS | RATE | FEES | EXPENSES | TOTAL(USD) |
|--|--------|------|-----------|----------|------------|
| Credit in accordance with Not to Exceed amount | | | -8,171.50 | | -8,171.50 |
| CRM Governance Services India | | | 12,000.00 | | 12,000.00 |
| Phase 1A GM Finance Managed Services BPO | | | 23,883.00 | | 23,883.00 |
| Allen Mitchell | 66.5 | 91 | 6,051.50 | | 6,051.50 |
| Andrew Bishop | 8 | 91 | 728.00 | | 728.00 |
| Andrew Brown | 160 | 91 | 14,560.00 | | 14,560.00 |
| Carol Hill | 171 | 55 | 9,405.00 | | 9,405.00 |
| Christopher Mourad | 120 | 115 | 13,800.00 | | 13,800.00 |
| Crystal Means | 164.5 | 55 | 9,047.50 | | 9,047.50 |
| Cynthia Horner | 139 | 255 | 35,445.00 | 4,344.74 | 39,789.74 |
| David Goettlicher | 236 | 255 | 60,180.00 | | 60,180.00 |
| Erion Xhuti | 160 | 91 | 14,560.00 | | 14,560.00 |
| Eva Gravel | 176 | 115 | 20,240.00 | | 20,240.00 |
| Frank Creamer | 210 | 255 | 53,550.00 | 4,293.24 | 57,843.24 |
| Gary Emory | 12 | 255 | 3,060.00 | | 3,060.00 |
| Gary Emory - 2011 Planning | 164 | 231 | 37,884.00 | 4,260.60 | 42,144.60 |
| Gary Samuelson | 163 | 255 | 41,565.00 | 1,427.09 | 42,992.09 |
| James Krygowski | 120 | 91 | 10,920.00 | | 10,920.00 |
| Jeffrey Rini | 160 | 91 | 14,560.00 | | 14,560.00 |
| Jennifer Padgett | 168.5 | 91 | 15,333.50 | | 15,333.50 |
| Joan Belpedio | 176 | 231 | 40,656.00 | 4,282.29 | 44,938.29 |
| John Smolinski | 168 | 91 | 15,288.00 | | 15,288.00 |
| Joshua Vorner | 140.5 | 231 | 32,455.50 | | 32,455.50 |
| Judy Walerski | 169.5 | 65 | 11,017.50 | | 11,017.50 |
| Karissa Baker | 159.5 | 91 | 14,514.50 | | 14,514.50 |
| Keith Krauter | 170.5 | 115 | 19,607.50 | | 19,607.50 |
| Kevin Davis | 151.5 | 55 | 8,332.50 | | 8,332.50 |
| Mary Brunn | 159 | 55 | 8,745.00 | | 8,745.00 |
| Michelle Doyle | 160 | 55 | 8,800.00 | | 8,800.00 |
| Nancy Murphy | 161.5 | 115 | 18,572.50 | | 18,572.50 |
| Pamela Pudar | 92.5 | 231 | 21,367.50 | 342.40 | 21,709.90 |
| Rachael Ballien | 160 | 91 | 14,560.00 | | 14,560.00 |
| Randall Straughen | 159.75 | 91 | 14,537.25 | | 14,537.25 |
| Robert Fisher | 174 | 255 | 44,370.00 | 4,668.78 | 49,038.78 |
| Robert Pope | 158 | 255 | 40,290.00 | 3,595.65 | 43,885.65 |
| Sarah Bolash | 160 | 91 | 14,560.00 | | 14,560.00 |
| Scott Quinn | 174.25 | 115 | 20,038.75 | | 20,038.75 |
| Stacey Sargol | 154.25 | 55 | 8,483.75 | | 8,483.75 |
| Steven C. Thomas | 146 | 91 | 13,286.00 | | 13,286.00 |
| Tatiana Luhova | 168 | 91 | 15,288.00 | | 15,288.00 |
| Theodore Botzum | 154 | 255 | 39,270.00 | 5,396.76 | 44,666.76 |

| | | | | | |
|---|-------|-----|-------------------|------------------|-------------------|
| Timothy Haney | 1 | 255 | 255.00 | | 255.00 |
| Victor Janci | 12 | 395 | 4,740.00 | 4,422.70 | 9,162.70 |
| Warren Smith | 170.5 | 255 | 43,477.50 | 6,476.11 | 49,953.61 |
| Credit to GM in Accordance with New Expense Policy (See attached document) | | | | -2,965.38 | -2,965.38 |
| | | | 863,113.75 | 40,544.98 | 903,658.73 |

TOTAL DUE IN (USD) **903,658.73**

The DUE DATE of this invoice per your contractual terms is: **June 02, 2009**

Please wire payment as detailed below by the DUE DATE quoting the INVOICE NUMBER to:

Technology Partners Int'l at Wells Fargo Bank of Texas
Account #9820-050792
ABA Wires #121000248, ABA ACH #111900659
Swift Code WFBUS6S

In case of query contact the TPI Billing Group at 1.281.465.5700 or tpibilling@tpi.net.

EXHIBIT B



TPI Incorporated

10055 Grogan's Mill Road, Suite 200,
The Woodlands, Texas, 77380, USA

General Motors
P. O. Box 63490
Phoenix, Arizona
85082-3490
USA

INVOICE

| | |
|----------------|--|
| INVOICE NUMBER | GMC053109-General Motors |
| INVOICE DATE | May 31, 2009 |
| TPI PO NUMBER | GMS56057 |
| PAYMENT TERMS | 2nd Day 2nd Month from Invoice Date |
| INVOICE PERIOD | May 1, 2009 to May 31, 2009 |

Fees and expenses in accordance with our agreement

| DESCRIPTION | HOURS | RATE | FEES | EXPENSES | TOTAL(USD) |
|---|--------|------|------------|-----------|------------|
| CRM Governance Services India | | | 12,000.00 | | 12,000.00 |
| Finance Managed Services BPO | | | 71,825.00 | | 71,825.00 |
| Andrew Brown | 152 | 91 | 13,832.00 | | 13,832.00 |
| Carol Hill | 157.5 | 55 | 8,662.50 | | 8,662.50 |
| Christopher Mourad | 152 | 115 | 17,480.00 | | 17,480.00 |
| Crystal Means | 157.5 | 55 | 8,662.50 | | 8,662.50 |
| Cynthia Horner | 81 | 255 | 20,655.00 | 3,109.50 | 23,764.50 |
| David Goettlicher | 211 | 255 | 53,805.00 | | 53,805.00 |
| Erion Xhuti | 151 | 91 | 13,741.00 | | 13,741.00 |
| Eva Gravel | 120 | 115 | 13,800.00 | | 13,800.00 |
| Frank Creamer | 149 | 255 | 37,995.00 | 4,366.35 | 42,361.35 |
| Gary Emory | 157 | 231 | 36,267.00 | 4,761.62 | 41,028.62 |
| Gary Samuelson | 168.5 | 255 | 42,967.50 | 6,198.85 | 49,166.35 |
| James Krygowski | 144 | 91 | 13,104.00 | | 13,104.00 |
| Jennifer Padgett | 144 | 91 | 13,104.00 | | 13,104.00 |
| Joan Belpedio | 142 | 231 | 32,802.00 | 5,532.24 | 38,334.24 |
| John Smolinski | 164.5 | 91 | 14,969.50 | | 14,969.50 |
| Joshua Woner | 4 | 231 | 924.00 | | 924.00 |
| Judy Walerski | 167 | 65 | 10,855.00 | | 10,855.00 |
| Karissa Baker | 150.5 | 91 | 13,695.50 | | 13,695.50 |
| Keith Krauter | 149 | 115 | 17,135.00 | | 17,135.00 |
| Kevin Davis | 167.5 | 55 | 9,212.50 | | 9,212.50 |
| Mary Brunn | 136 | 55 | 7,480.00 | | 7,480.00 |
| Michelle Doyle | 156.5 | 55 | 8,607.50 | | 8,607.50 |
| Nancy Murphy | 150.5 | 115 | 17,307.50 | | 17,307.50 |
| Pamela Pudar | 84 | 231 | 19,404.00 | 84.00 | 19,488.00 |
| Randall Straughen | 156.75 | 91 | 14,264.25 | | 14,264.25 |
| Robert Fisher | 104.5 | 255 | 26,647.50 | 2,635.69 | 29,283.19 |
| Robert Pope | 154 | 255 | 39,270.00 | 3,208.55 | 42,478.55 |
| Sarah Bolash | 152 | 91 | 13,832.00 | | 13,832.00 |
| Scott Quinn | 148.75 | 115 | 17,106.25 | | 17,106.25 |
| Stacey Sargol | 129.75 | 55 | 7,136.25 | | 7,136.25 |
| Tatiana Luhova | 148 | 91 | 13,468.00 | | 13,468.00 |
| Theodore Botzum | 148 | 255 | 37,740.00 | 4,972.65 | 42,712.65 |
| Timothy Haney | 7 | 255 | 1,785.00 | | 1,785.00 |
| Victor Janci | 11 | 395 | 4,345.00 | 3,925.21 | 8,270.21 |
| Warren Smith | 164.5 | 255 | 41,947.50 | 5,023.24 | 46,970.74 |
| Credit to GM in Accordance with New Expense Policy (See attached document) | | | | -2,172.60 | -2,172.60 |
| | | | 747,834.75 | 41,645.30 | 789,480.05 |

TOTAL DUE IN (USD) 789,480.05

The DUE DATE of this invoice per your contractual terms is: **July 02, 2009**

Please wire payment as detailed below by the DUE DATE quoting the INVOICE NUMBER to:

Technology Partners Int'l at Wells Fargo Bank of Texas
Account #9820-050792
ABA Wires #121000248, ABA ACH #111900659
Swift Code WFBIUS6S

In case of query contact the TPI Billing Group at 1.281.465.5700 or tpibilling@tpi.net.